

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	X	
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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>PHOENIX SERVICES TOPCO LLC, <i>et al.</i>,</b>	:	<b>Case No. 22–10906 (MFW)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
	:	<b>Re: Docket No. 733</b>
	:	
	X	

**CERTIFICATE OF NO OBJECTION REGARDING DEBTORS’ FIRST OMNIBUS  
MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE REJECTION OF  
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

The undersigned hereby certifies as follows:

1. On April 27, 2023, the above-captioned debtors (collectively the “**Debtors**”) filed the *Debtors’ First Omnibus Motion for Entry of an Order Authorizing the Rejection of Certain Executory Contracts and Unexpired Leases* [Docket No. 733] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). A proposed form of order granting the Motion was attached to the Motion as Exhibit A thereto (the “**Proposed Order**”).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Phoenix Services Topco, LLC (4517); Phoenix Services Parent, LLC (8023); Phoenix Services Holdings Corp. (1330); Phoenix Services International LLC (4693); Metal Services LLC (8793); Terracentric Materials LLC (0673); Cool Springs LLC (8687); Metal Services Investment LLC (2924); and Phoenix Receivables, LLC (not applicable). The Debtors’ mailing address is 4 Radnor Corporate Center, Suite 520, 100 Matsonford Road, Radnor, PA 19087.

2. Pursuant to the *Notice of Motion and Hearing*, which was filed and served with the Motion, any objections or responses to the Motion were to be filed by no later than May 11, 2023 at 4:00 p.m. (prevailing Eastern Time). As of the date hereof, the undersigned has reviewed the Court's docket in these cases and no answer, objection, or other responsive pleading to the Motion has appeared thereon. In addition, the undersigned has not otherwise received any formal or informal comments to the Proposed Order.

*[Remainder of Page Intentionally Left Blank]*

**WHEREFORE**, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached to the Motion and attached hereto as Exhibit A, at its earliest convenience.

Dated: May 15, 2023  
Wilmington, Delaware

/s/ Matthew P. Milana

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**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	x	
	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>PHOENIX SERVICES TOPCO, LLC, et al.,</b>	:	<b>Case No. 22-10906 (MFW)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
	x	<b>Re: Docket No. 733</b>

**ORDER GRANTING DEBTORS' FIRST OMNIBUS  
MOTION FOR AN ORDER AUTHORIZING THE REJECTION OF  
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Upon the motion, dated April 27, 2023 (the “**Motion**”)<sup>2</sup> of Phoenix Services Topco, LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order authorizing and approving the rejection of the Rejected Contracts and Leases, effective as of the Rejection Date, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Phoenix Services Topco, LLC (4517); Phoenix Services Parent, LLC (8023); Phoenix Services Holdings Corp. (1330); Phoenix Services International LLC (6493); Metal Services LLC (8793); Terracentric Materials LLC (0673); Cool Springs LLC (8687); Metal Services Investment LLC (2924); and Phoenix Receivables, LLC (not applicable). The Debtors’ mailing address is 4 Radnor Corporate Center, Suite 520, 100 Matsonford Road, Radnor, Pennsylvania 19087.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing, if necessary, to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing, if any; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted.
2. The Rejected Contracts and Leases, identified on **Exhibit 1** attached to this Order, are hereby rejected by the Debtors each effective as of the applicable Rejection Dates.
3. Any claims arising from the rejection of the Rejected Contracts and Leases by the Debtors must be filed in accordance with the *Order (I) Establishing a General Bar Date to File Proofs of Claim, (II) Establishing a Bar Date to File Proofs of Claim by Governmental Units, (III) Establishing an Amended Schedules Bar Date, (IV) Establishing a Rejection Damages Bar Date, (V) Approving the Form and Manner for Filing Proofs of Claim, (VI) Approving the Form and Manner of Notice of Bar Dates, and (VII) Granting Related Relief* (Docket No. 193) by no later than **5:00 p.m. (Eastern Time) on the date that is 30 days after the date of service of this Order.**
4. Any party with any interest in the E-Cranes, the E-Crane Contracts, or the E-Crane deposits is permitted to exercise any rights and remedies any such party may have in the

E-Cranes under the E-Crane Contracts or the related lease documents, as applicable; *provided, that*, notwithstanding anything herein to the contrary, this provision does not grant any right to exercise any rights or remedies against the Debtors or property of the Debtors' estates.

5. Nothing contained in the Motion or this Order is intended to be or shall be construed as (a) an admission as to the validity of any claim or lien, (b) an agreement or obligation to pay any claims, (c) a waiver of any claims or causes of action that may exist, (d) a waiver of the Debtors' or any appropriate party-in-interest's rights to dispute any claim or characterization of any Rejected Contract or Lease, (e) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law, or (f) an approval, assumption, or rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code except as expressly set forth herein.

6. Nothing herein shall prejudice the rights of the Debtors to argue that any of the Rejected Contracts and Leases were terminated prior to the Rejection Date or that any claim for damages arising from the rejection of the Rejected Contracts and Leases is limited to the remedies available under any applicable termination provision of such contract, as applicable, or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

7. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**Exhibit 1****Rejected Contracts and Leases**

#	Counterparty	Counterparty Address	Description / Title	Debtor Counterparty	Rejection Date
1.	Advanced Document Solutions, Inc.	4119 Browns Land Bldg 4 Louisville, KY 40220	Gallatin equipment lease - Xerox 7556 System – 50ppm Copy-Print-Scan	Metal Services, LLC	Date of entry of the Order
2.	F&M Mafco	9149 Dry Fork Rd, Harrison, OH 45030	Bulk gas supply agreement	Metal Services, LLC	Date of entry of the Order
3.	Zones, Inc.	1102 15 <sup>th</sup> St SW, Suite 102, Auburn, WA 19348	Microsoft CSP agreement	Metal Services, LLC	5/12/2023
4.	Wingspire Equipment Finance (f/k/a Liberty Commercial Finance)	18302 Irvine Blvd Suite 300 Tustin, CA 92780	Equipment Schedule No. 18, issued pursuant to and incorporating the terms of that certain Master Equipment Lease Agreement #32113	Metal Services, LLC	4/10/2023
5.	Wingspire Equipment Finance (f/k/a Liberty Commercial Finance)	18302 Irvine Blvd Suite 300 Tustin, CA 92780	Equipment Schedule No. 26, issued pursuant to and incorporating the terms of that certain Master Equipment Lease Agreement #32113	Metal Services, LLC	4/10/2023
6.	Stan Ben	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
7.	Arthur J. Blencowe	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
8.	Joe Borzillo	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
9.	Robert Carlisle	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
10.	Anthony Cunningham	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
11.	Paul Diaz	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
12.	Richard Diehl	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023



13.	Michael Glowa	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
14.	Arthur Hamilton	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
15.	John Hilbert	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
16.	Keith Pyles	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
17.	Bruce Roth	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
18.	Jerry Schwab	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
19.	Terry Wagaman	Redacted	Supplemental Executive Retirement Plan Participation Agreement	Metal Services, LLC	2/24/2023
20.	Frontier Trust Company	1126 Westrac Drive, Fargo, ND	Rabbi Trust Agreement	Phoenix Services International, LLC	2/24/2023